

## **Exhibit A**

*(Proposed Order)*

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO., *et al.*<sup>1</sup> ) Case No. 01-1139  
Debtors. ) (Jointly Administered)

**Re: Docket No. \_\_\_\_**

**ORDER APPROVING POST-EFFECTIVE DATE FEES AND EXPENSES OF  
WARREN H. SMITH & ASSOCIATES, P.C., AS FEE AUDITOR,  
FOR THE PERIOD OF OCTOBER 21, 2014 THROUGH MAY 12, 2016**

Upon consideration of the Certification of Counsel ("COC") filed herein by Warren H. Smith & Associates, P.C. (the "Fee Auditor"), in which the Fee Auditor seeks approval of the fees and expenses reflected in Exhibit A attached hereto, the Court finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S. C. §§ 157 and 1334; (b) notice of the fees and expenses reflected in the attached Exhibit A was adequate under the circumstances; (c) the Reorganized Debtors and the United States Trustee have reviewed the fees and expenses reflected in the attached Exhibit A, and neither the Reorganized Debtors nor the United States Trustee have any objection to these fees and expenses; and (d) the Court is satisfied that the fees and expenses sought are reasonable and justified given (i) the complexity of these cases, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such services, and (v) the costs of comparable services in cases other than cases under Title 11.

Accordingly, it is hereby

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<sup>1</sup> The Reorganized Debtors are: W. R. Grace & Co. and W. R. Grace & Co.-Conn.

ORDERED that the Fee Auditor's request for final approval of fees totaling \$3,482.50 and expenses totaling \$511.72 for the post-Effective Date period of October 21, 2014 through May 12, 2016 is hereby GRANTED; and it is hereby

FURTHER ORDERED that the Reorganized Debtors, or their successors in interest, are authorized and directed to pay to Warren H. Smith & Associates, P.C., the sum of \$3,482.50 as compensation for necessary professional services rendered for the period of October 21, 2014 through May 12, 2016, and the sum of \$511.72 for reimbursement of actual and necessary costs and expenses incurred for the same period; and it is hereby

FURTHER ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_

Honorable Kevin J. Carey  
United States Bankruptcy Judge

**Exhibit A**

**Warren H. Smith & Associates, P.C.**

2235 Ridge Road  
 Suite 105  
 Rockwall, TX 75087  
 Tax Id# 01-0584406

Invoice submitted to:  
 W.R. Grace & Co.  
 7500 Grace Drive  
 Columbia MD 21044

November 06, 2014

In Reference To: Bankruptcy Fee Audit Case #01-1139 (JKF)  
 Invoice #11751

**Professional Services**

|            |   | <b>Hours</b> | <b>Amount</b> |
|------------|---|--------------|---------------|
| 10/21/2014 | BSR receive, review, and respond to email from Warren Smith re WHSA first post-effective date fee request   | 0.10         | 31.00         |
| BSR        | E-mail to reorganized debtors' counsel re WHSA 1st post-effective date fee request  | 0.10         | 31.00         |
| BSR        | E-mails to Warren Smith and James Wehrmann re entry of final fee order (.1) and omnibus hearing schedule for 2014-15 (.1)   | 0.20         | 62.00         |
| JAW        | receive and review e-mails from BSR re: First Post-Effective Date Fee Application of WHS&A's (0.3); make revisions to Fee Application (0.3); e-mails to/from WHS re: same (0.2); finalize, file and have served First Post Confirmation Fee Application of WHS&A (0.5); e-mail pdf of same to BSR (0.1) | 1.40         | 245.00        |
| 10/27/2014 | BSR telephone conference with Jason Day re amounts approved for Kaye Scholer (.1); exchange multiple emails with John Rynkiewicz and Jason Day re same (.3); additional telephone conference with Jason Day re same (.2)  | 0.60         | 186.00        |
| 10/30/2014 | BSR Research docket for pertinent filings   | 0.10         | 31.00         |

**For professional services rendered**

**2.50      \$586.00**

**Additional Charges :**

|            |   |        |
|------------|---|--------|
| 10/31/2014 | Third party copies & document prep/setup. | 331.67 |
|------------|---|--------|

**Total additional charges**

**\$331.67**

**Total amount of this bill**

**\$917.67**

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W.R. Grace & Co.

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Timekeeper Summary

| Name               | Hours | Rate   | Amount   |
|--------------------|-------|--------|----------|
| Bobbi S. Ruhlander | 1.10  | 310.00 | \$341.00 |
| James A. Wehrmann  | 1.40  | 175.00 | \$245.00 |

**Warren H. Smith & Associates, P.C.**

2235 Ridge Road  
 Suite 105  
 Rockwall, TX 75087  
 Tax Id# 01-0584406

Invoice submitted to:  
 W.R. Grace & Co.  
 7500 Grace Drive  
 Columbia MD 21044

December 09, 2014

In Reference To: Bankruptcy Fee Audit Case #01-1139 (JKF)  
 Invoice #11761

**Professional Services**

|   |   | <b>Hours</b> | <b>Amount</b>   |
|---|---|--------------|-----------------|
| 11/7/2014 JAW                             | E-mails to/from WHS re: 10-14 monthly statement (0.3); draft WHS&A 10-14 monthly statement for 10-21-14 to 10-31-14 (0.4); e-mail to BSR for review (0.1)                 | 0.80         | 140.00          |
| 11/10/2014 BSR                            | E-mail to Warren Smith re WHSA's October invoices (.2) and email to James Wehrmann re same (.1)   | 0.30         | 93.00           |
| BSR                                       | Receive and review WHSA's October 21-31 2014 monthly invoice  | 0.10         | 31.00           |
| JAW                                       | E-mail from BSR re: WHS&A 10-14 monthly statement (0.1); e-mails to/from WHS re: same (0.2); e-mail monthly statement to Richard Finke (0.1)                              | 0.40         | 70.00           |
| 11/11/2014 JAW                            | Review of docket for any objections filed to WHS&A First Post-Effective Fee Application (0.1); prepare CNO re: same (0.2); file same (0.2)                                | 0.50         | 87.50           |
| 11/13/2014 BSR                            | E-mail to James Wehrmann re hearing agenda for Nov. 20 hearing  | 0.10         | 31.00           |
| 11/14/2014 JAW                            | Receive and review e-mail from BSR re: agenda for 11-20 Omnibus hearing (0.1); e-mails to/from P. Cuniff re: same (0.2); e-mail to BSR re: same (0.1)                     | 0.40         | 32.00           |
| 11/18/2014 JAW                            | Receive and review e-mail from P. Cuniff re: agenda for 11.20.14 omnibus hearing (0.1); save to cloud (0.1); e-mail agenda to BSR (0.1); arrange Court Call for BSR (0.2) | 0.50         | 40.00           |
| BSR                                       | Receive and review amended hearing agenda (.1); exchange emails with Warren Smith re same (.1)  | 0.20         | 62.00           |
| 11/19/2014 BSR                            | telephone conference with Warren Smith re Nov. 20 hearing (.1); email to Jamie O'Neill re signed fee order for WHSA's first post-effective date fee request (.1)          | 0.20         | 62.00           |
| <b>For professional services rendered</b> |   | <b>3.50</b>  | <b>\$648.50</b> |

W.R. Grace &amp; Co.

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## Additional Charges :

|                                  | <u>Amount</u>   |
|----------------------------------|-----------------|
| 11/30/2014 Copying cost          | 0.80            |
| PACER Charges Oct 2014           | 64.90           |
| <b>Total additional charges</b>  | <b>\$65.70</b>  |
| <b>Total amount of this bill</b> | <b>\$714.20</b> |

## Timekeeper Summary

| Name               | Hours | Rate   | Amount   |
|--------------------|-------|--------|----------|
| Bobbi S. Ruhlander | 0.90  | 310.00 | \$279.00 |
| James A. Wehrmann  | 1.70  | 175.00 | \$297.50 |
| James A. Wehrmann  | 0.90  | 80.00  | \$72.00  |

**Warren H. Smith & Associates, P.C.**

5100 Eldorado Pkwy.  
 Suite 102-718  
 McKinney, TX 75070  
 Tax Id# 01-0584406

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Invoice submitted to:  
 W.R. Grace & Co.  
 7500 Grace Drive  
 Columbia MD 21044

August 11, 2015

In Reference To: Bankruptcy Fee Audit Case #01-1139 (JKF)  
 Invoice #11830

Professional Services

|                |  | <u>Hours</u> | <u>Amount</u> |
|----------------|--|--------------|---------------|
| 12/8/2014 JAW  | Draft WHS&A Nov 2014 monthly statement (0.3)   | 0.30         | 52.50         |
| 12/9/2014 BSR  | Receive and review WHSA Nov. 2014 monthly invoice  | 0.10         | 31.00         |
| JAW            | E-mail to BSR forwarding WHS&A Nov 2014 monthly statement for review (0.1); e-mail from BSR re: same (0.1); e-mail to WHS for review (0.1)         | 0.30         | 52.50         |
| 12/10/2014 JAW | E-mail to Richard Finke forwarding WHS&A Nov 2014 (0.1)  | 0.10         | 17.50         |
| 1/8/2015 JAW   | Begin preparing WHS&A December 2014 monthly statement (0.2)  | 0.20         | 35.00         |
| 1/12/2015 JAW  | Receive and review e-mail from BSR re: WHS&A December 2014 monthly statement (0.1); e-mail to WHS for review (0.1); e-mail from WHS re: same (0.1) | 0.30         | 52.50         |
| 2/3/2015 JAW   | Draft WHS&A January 2015 monthly statement (0.2)   | 0.20         | 35.00         |
| 2/6/2015 JAW   | Draft WHS&A Jan 2015 monthly statement (0.1); e-mail to BSR for review (0.1)   | 0.20         | 35.00         |
| 2/9/2015 JAW   | Receive and review e-mail from BSR re: WHS&A Jan 2015 monthly statement (0.1); e-mail to WHS for review (0.1)                                      | 0.20         | 35.00         |
| 5/11/2015 BSR  | Research docket for pertinent filings  | 0.10         | 31.00         |
| 6/2/2015 BSR   | Left detailed telephone voicemail for Jay Sakalo of Bilzin Sumberg, following up on PD Committee's final expense application                       | 0.10         | 31.00         |
| 7/5/2015 BSR   | Draft notice of change of address of WHSA  | 0.50         | 45.00         |
| 7/6/2015 BSR   | Prepare for filing and file with court WHSA's notice of change of address (.5); email same to parties (.1)   | 0.60         | 54.00         |

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W.R. Grace &amp; Co.

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|   | <u>Hours</u> | <u>Amount</u>   |
|---|--------------|-----------------|
| <b>For professional services rendered</b> | <b>3.20</b>  | <b>\$507.00</b> |

**Additional Charges :**

|  |                 |
|--|-----------------|
| 12/31/2014 PACER Charges Nov 2014              | 14.70           |
| Copying cost                                   | 0.20            |
| 2/28/2015 PACER Charges Jan 2015               | 3.70            |
| 5/31/2015 PACER Charges for Jan. and Apr. 2015 | 7.60            |
| 6/30/2015 PACER Charges for May 2015           | 1.60            |
| 7/7/2015 Postage                               | 39.20           |
| Third party copies & document prep/setup.      | 24.05           |
| <b>Total additional charges</b>                | <b>\$91.05</b>  |
| <b>Total amount of this bill</b>               | <b>\$598.05</b> |

**Timekeeper Summary**

| Name               | Hours | Rate   | Amount   |
|--------------------|-------|--------|----------|
| Bobbi S. Ruhlander | 0.30  | 310.00 | \$93.00  |
| Bobbi S. Ruhlander | 1.10  | 90.00  | \$99.00  |
| James A. Wehrmann  | 1.80  | 175.00 | \$315.00 |

**Warren H. Smith & Associates, P.C.**

5100 Eldorado Pkwy.  
Suite 102-718  
McKinney, TX 75070  
Tax Id# 01-0584406

Invoice submitted to:  
W.R. Grace & Co.  
7500 Grace Drive  
Columbia MD 21044

September 09, 2015

In Reference To: Bankruptcy Fee Audit Case #01-1139 (JKF)  
Invoice #11835

Professional Services

|   |  | <u>Hours</u> | <u>Amount</u>  |
|---|--|--------------|----------------|
| 8/12/2015 BSR                             | E-mail to Jay Sakalo re PD Committee final fee application   | 0.10         | 31.00          |
| 8/28/2015 BSR                             | Telephone conference with Warren Smith re PD Committee final report; left detailed message for Jamie O'Neill re same | 0.10         | 31.00          |
| <b>For professional services rendered</b> |  | <b>0.20</b>  | <b>\$62.00</b> |

Timekeeper Summary

| Name               | Hours | Rate   | Amount  |
|--------------------|-------|--------|---------|
| Bobbi S. Ruhlander | 0.20  | 310.00 | \$62.00 |

**Warren H. Smith & Associates, P.C.**

5100 Eldorado Pkwy.  
 Suite 102-718  
 McKinney, TX 75070  
 Tax Id# 01-0584406

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Invoice submitted to:  
 W.R. Grace & Co.  
 7500 Grace Drive  
 Columbia MD 21044

March 07, 2016

In Reference To: Bankruptcy Fee Audit Case #01-1139 (JKF)  
 Invoice #11847

**Professional Services**

|   |   | <b>Hours</b> | <b>Amount</b>   |
|---|---|--------------|-----------------|
| 12/9/2015                                 | BSR E-mail to Patti Cuniff at Pachulski re status of PD Committee final fee application   | 0.20         | 62.00           |
| 12/18/2015                                | BSR Review file and email Jay Sakalo, Jamie O'Neill, and Richard Finke concerning PD Committee final fee application  | 0.20         | 62.00           |
| 2/8/2016                                  | BSR Follow-up email to Jay Sakalo at Bilzin Sumberg re status of PD Committee's position on final fee application   | 0.10         | 31.00           |
| 2/25/2016                                 | BSR Left detailed telephone voicemail for Jay Sakalo re PD Committee Final Fee Application  | 0.10         | 31.00           |
| BSR                                       | Left detailed telephone voicemail for Richard Finke re PD Committee final fee application   | 0.10         | 31.00           |
| BSR                                       | Left detailed telephone voicemail for Jamie O'Neill re PD Committee final fee application   | 0.10         | 31.00           |
| BSR                                       | telephone conference with Warren Smith re status of PD Committee final fee application (.1); email to Warren Smith re same (.1)                                 | 0.20         | 62.00           |
| 2/26/2016                                 | BSR receive, review, and respond to email from Jamie O'Neill re PD Committee final fee application  | 0.20         | 62.00           |
| 2/29/2016                                 | BSR telephone conference with Roger Higgins re PD Committee final fee application (.1); email to Roger Higgins re same (.1); email to Warren Smith re same (.1) | 0.30         | 93.00           |
| <b>For professional services rendered</b> |   | <b>1.50</b>  | <b>\$465.00</b> |

W.R. Grace &amp; Co.

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## Additional Charges:

|                                       | <u>Amount</u>   |
|---------------------------------------|-----------------|
| 2/29/2016 PACER Charges for Feb. 2016 | 5.10            |
| <b>Total additional charges</b>       | <b>\$5.10</b>   |
| <b>Total amount of this bill</b>      | <b>\$470.10</b> |

## Timekeeper Summary

| Name               | Hours | Rate   | Amount   |
|--------------------|-------|--------|----------|
| Bobbi S. Ruhlander | 1.50  | 310.00 | \$465.00 |

**Warren H. Smith & Associates, P.C.**

5100 Eldorado Pkwy.  
 Suite 102-718  
 McKinney, TX 75070  
 Tax Id# 01-0584406

Invoice submitted to:  
 W.R. Grace & Co.  
 7500 Grace Drive  
 Columbia MD 21044

May 10, 2016

In Reference To: Bankruptcy Fee Audit Case #01-1139 (JKF)  
 Invoice #11857

**Professional Services**

|           |   | <b>Hours</b> | <b>Amount</b> |
|-----------|---|--------------|---------------|
| 3/4/2016  | WHS E-mail to Jay Sakalo re PD committee  | 0.10         | 33.50         |
| 3/22/2016 | BSR E-mail exchange with Roger Higgins following up on PD Committee final application   | 0.10         | 31.00         |
| 4/5/2016  | BSR telephone conference with Jay Sakalo and Roger Higgins re PD Committee final fee application (.2); compile and email to Roger Higgins the PD Committee applications and report at issue (.6); telephone conference with Warren Smith re certification of counsel (.2); email to Jay Sakalo and Roger Higgins re certification of counsel (.2) | 1.20         | 372.00        |
| 4/22/2016 | BSR Receive and review email from Warren Smith re status of PD Committee Final Fee Application resolution (.1); follow up with Roger Higgins re same (.1)   | 0.20         | 62.00         |
| 4/26/2016 | BSR Receive, review and forward to Warren Smith email from Roger Higgins re status of PD Committee Final Fee Application resolution   | 0.10         | 31.00         |

**For professional services rendered**

**1.70      \$529.50**

**Additional Charges :**

|  |       |
|--|-------|
| 4/30/2016 PACER Charges for April 2016 | 18.20 |
|--|-------|

**Total additional charges**

**\$18.20**

**Total amount of this bill**

**\$547.70**

**Timekeeper Summary**

| Name           | Hours | Rate   | Amount  |
|----------------|-------|--------|---------|
| Warren H Smith | 0.10  | 335.00 | \$33.50 |

214 698-3868

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W.R. Grace & Co.

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| Name               | Hours | Rate   | Amount   |
|--------------------|-------|--------|----------|
| Bobbi S. Ruhlander | 1.60  | 310.00 | \$496.00 |

**Warren H. Smith & Associates, P.C.**

5100 Eldorado Pkwy.  
 Suite 102-718  
 McKinney, TX 75070  
 Tax Id# 01-0584406

Invoice submitted to:  
 W.R. Grace & Co.  
 7500 Grace Drive  
 Columbia MD 21044

May 17, 2016

In Reference To: Bankruptcy Fee Audit Case #01-1139 (JKF)  
 Invoice #11859

**Professional Services**

|   |  | <u>Hours</u> | <u>Amount</u>   |
|---|--|--------------|-----------------|
| 5/4/2016                                  | BSR Review of draft certification of counsel and proposed fee order prepared by debtor's counsel concerning PD Committee final fee application (.2); exchange emails with Warren Smith re same (.1); review revisions made by Warren Smith and make additional corrections (.2); email same to debtor's counsel (.1)   | 0.60         | 186.00          |
| 5/9/2016                                  | WHS Receive and review order re PD committee   | 0.10         | 33.50           |
|   | BSR Receive and review final fee order for PD Committee  | 0.10         | 31.00           |
| 5/12/2016                                 | BSR Review requirements in confirmation order for approval of fee auditor's post-effective date fees and expenses (.5); conference with Warren Smith re same (.1); compile information on fees and expenses billed since last post-confirmation application (.5); email to Roger Higgins and Jamie O'Neill re process for approval of post-effective date fees and expenses (.3) | 1.40         | 434.00          |
| <b>For professional services rendered</b> |  | <b>2.20</b>  | <b>\$684.50</b> |

**Timekeeper Summary**

| Name               | Hours | Rate   | Amount   |
|--------------------|-------|--------|----------|
| Warren H Smith     | 0.10  | 335.00 | \$33.50  |
| Bobbi S. Ruhlander | 2.10  | 310.00 | \$651.00 |